

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

IN RE:

RMS TITANIC, INC. *et al.*,¹

Debtors.

**Case No. 3:16-bk-02230-PMG
Chapter 11**

Jointly Administered

**MOTION OF THE OFFICIAL COMMITTEE OF EQUITY SECURITY
HOLDERS FOR ORDER EXTENDING BAR DATE SOLELY AS TO THE EQUITY
COMMITTEE PURSUANT TO FED. R. BANKR. P. 3003**

The Official Committee of Equity Security Holders (the “Equity Committee”) of Premier Exhibitions, Inc. (“Premier”), Chapter 11 Debtor in Case No. 3:16-bk-02232-PMG and the parent company of RMS Titanic, Inc. (“RMST”), the Chapter 11 Debtor in Case No. 3:16-bk-02230-PMG, hereby submits this Motion for Order Extending the Bar Date Solely as to the Equity Committee (the “Motion”) for the limited purposes set forth below. In support of the Motion, the Equity Committee states as follows.

I.

BACKGROUND FACTS

1. On June 14, 2016 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned, jointly administered bankruptcy case (the “Bankruptcy Case”).

2. On July 12, 2016, the Court set October 24, 2016, as the deadline for creditors to file proofs of claims (the “Bar Date”) against each of the Debtors. [See Docket No. 83 in Case

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3103); Arts and Exhibitions International, LLC (3103); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); ;Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

No. 3:16-bk-02230-PMG; Docket No. 14 in Case No. 3:16-bk-02232-PMG; Docket No. 12 in Case No. 3:16-bk-02233-PMG; Docket No. 12 in Case No. 3:16-bk-02234-PMG; Docket No. 12 in Case No. 3:16-bk-02235-PMG; Docket No. 12 in Case No. 3:16-bk-02236-PMG; Docket No. 12 in Case No. 3:16-bk-02237-PMG; Docket No. 12 in Case No. 3:16-bk-02238-PMG.] It is unclear whether the Bar Date similarly applies to proofs of interests.

3. On July 18-19, 2016, each of the Debtors filed Schedules and Statements of Financial Affairs. Thereafter, most of the Debtors (including Premier and RMST) filed Amended Schedules and, in certain cases, Amended Statements of Financial Affairs.

4. The Debtors continue to operate their businesses as debtors in possession pursuant to Bankruptcy Code Sections 1107 and 1108.

5. No trustee or examiner has been appointed in the Bankruptcy Case.

6. On August 24, 2016, the Acting United States Trustee, Guy G. Gebhardt, appointed the members of the Equity Committee. On August 31, 2016, the Equity Committee selected Landau Gottfried & Berger LLP as its general bankruptcy counsel.

7. On October 14, 2016, the Court entered an order authorizing the Equity Committee's employment of Landau Gottfried & Berger LLP as the Equity Committee's general bankruptcy counsel. [Docket No. 277.]

8. The meeting of creditors in the Debtors' cases, which commenced on August 10, 2016, still has not been concluded. A continued meeting of creditors is scheduled to take place on October 25, 2016.

II.

RELIEF REQUESTED

9. The Equity Committee seeks entry of an order, pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3), extending the Bar Date, solely as to the Equity Committee and for the limited purpose described herein, for a period of approximately ninety (90) days, to and including January 23, 2017, without prejudice to the Equity Committee's ability to request a further extension for cause.

III.

ARGUMENT

10. Federal Rule of Bankruptcy Procedure 3003(c)(3) provides that "[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed. . . ." Fed. R. Bankr. P. 3003(c)(3).

11. There is adequate cause to grant the Motion and extend the Bar Date. The Equity Committee, which obtained counsel only six weeks ago, is investigating the existence of various shareholder claims. Because such claims are likely complex in nature, the Equity Committee's investigation is ongoing. Moreover, the Equity Committee is also investigating the possibility of filing a motion, consistent with the Eleventh Circuit's decision in *In re Charter Co.*, 876 F.2d 866 (11th Cir. 1989), to certify the equity interest holders of Premier as an official class and to approve a claim by the Equity Committee as a class claim. However, before filing such a motion, the Equity Committee requires additional time to determine the nature of any claim that it may file, either on its own behalf or on behalf of a class of equity interest holders.

12. This motion does not seek a determination at this time as to the propriety of a class proof of claim or whether such a claim meets the requirements for a class action. Such

determination may be made when, and if, the motion is made to certify a class and permit filing of a class proof of claim. Rather, all that the Equity Committee seeks at this time is a continuance of the Bar Date to permit it to conduct the due diligence necessary to determine whether a claim ought to be filed, the nature of that claim, and to file a claim.

13. No parties in interest will be prejudiced by the extension of the Bar Date, which appears to have been automatically generated by the Clerk of the Bankruptcy Court in the Notice of Chapter 11 Bankruptcy Case. [See Docket No. 83 in Case No. 3:16-bk-2230-PMG.] Indeed, the extension of the Bar Date is intended to protect the rights of numerous equity interest holders in Premier. Moreover, the Equity Committee brings this Motion in good faith and not for purposes of delay.

IV.

CONCLUSION

14. For the reasons set forth above, the Equity Committee respectfully requests the Court enter an Order in the form attached hereto as **Exhibit A** (i) granting the Motion; (ii) extending the Bar Date solely as to the Equity Committee and for the limited purpose described herein, to and including January 23, 2017, without prejudice to the Equity Committee's ability to request a further extension for cause; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: October 24, 2016

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Attorneys for the Official Committee of Equity
Security Holders of Premier Exhibitions, Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on October 24, 2016, the foregoing was transmitted to the Court for uploading to the Case Management/Electronic Case Files ("CM/ECF") System, which will send a notice of electronic filing to all creditors and parties in interest who have consented to receiving electronic notifications in this case. In accordance with the Court's Order Granting Debtors' Motion for an Order Pursuant to 11 U.S.C. § 105(a) and Rule 2002 Establishing Notice Procedures (Doc. 140), a copy of the foregoing was also furnished on October 24, 2016 by U.S. mail, postage prepaid and properly addressed, to the Master Service List attached hereto.

/s/ Jacob A. Brown

Attorney

MASTER SERVICE LIST
Case No. 3:16-bk-02230-PMG

417 5th Ave Real Estate, LLC
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Broadway Video
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CBS Outdoor/Outfront Media
185 US Highway 48
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1981 Old Covington Cross Road NE
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Ramparts, Inc.
d/b/a Luxor Hotel and Casino
3900 Las Vegas Blvd. South
Las Vegas, NV 89119

Screen Actors Guild
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5th Floor
New York, NY 10023

Seaventures, Ltd.
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Syzygy3, Inc.
1350 6th Avenue
2nd Floor
New York, NY 10019

Time Out New York
475 Tenth Avenue
12th Floor
New York, NY 10018

TPL
3340 Peachtree Road
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Atlanta, GA 30326

TSX Operating Co.
70 West 40th Street
9th Floor
New York, NY 10018

Verifone, Inc.
300 S. Park Place Blvd.
Clearwater, FL 33759

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UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
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IN RE:

RMS TITANIC, INC., *et al.*,

Debtors.

Case No. 3:16-bk-02230-PMG
Chapter 11

Jointly Administered

**ORDER GRANTING MOTION OF THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS FOR ORDER EXTENDING BAR DATE SOLELY
AS TO THE EQUITY COMMITTEE PURSUANT TO FED. R. BANKR. P. 3003**

THIS CASE came before the Court on the Motion (the “Motion”)¹ (Doc. ____) of the Official Committee of Equity Security Holders (the “Equity Committee”) of Premier Exhibitions, Inc. (“Premier”), Chapter 11 Debtor in Case No. 3:16-bk-02232-PMG and the parent company of RMS Titanic, Inc. (“RMST”), the Chapter 11 Debtor in Case No. 3:16-bk-02230-PMG, for an order extending bar date solely as to the Equity Committee pursuant to Fed. R. Bankr. P. 3003. Based upon the Motion, it is

ORDERED:

1. The Motion is granted, as set forth herein.

¹ Defined terms from the Motion are incorporated by reference herein.

2. The Bar Date, solely as to the Equity Committee, is extended for a period of approximately ninety (90) days, to and including January 23, 2017.

3. This Order is entered without prejudice to the Equity Committee's ability to seek further extensions of the Bar Date as the circumstances may warrant.

Attorney Jacob A. Brown is directed to serve a copy of this order on interested parties who are non-CM/ECF users and file a proof of service within 3 days of entry of the order.